

THE METROPOLITAN TRUST COMPANY

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general meeting of shareholders of THE METROPOLITAN TRUST COMPANY (herein called the "Company") will be held in Confederation Room Number 3 in the Main Mezzanine of the Royal York Hotel, 100 Front Street West, Toronto, Ontario, on Monday, the 29th day of March, 1976, at the hour of 11:00 o'clock in the forenoon, Toronto time, for the following purposes:

- (a) to receive and consider the annual report containing the financial statements for the year ended December 31, 1975;
- (b) to appoint auditors and authorize the directors to fix their remuneration;
- (c) to consider and, if approved, to pass a resolution providing that the directors of the Company, as such, be paid remuneration with respect to the financial year of the Company commencing January 1, 1976, in an amount not to exceed, in the aggregate, the sum of \$42,500;
- (d) to consider and, if approved, to confirm, with or without variation, By-law No. 40 increasing the number of directors from 16 to 17 and providing that 9 of the directors shall constitute a quorum;
- (e) to consider and, if approved, to confirm, with or without variation, By-law No. 41 creating the office of Honorary Chairman of the Board;
- (f) to elect directors; and
- (g) to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

A copy of the annual report and an information circular accompany this notice.

Shareholders who are unable to attend the meeting in person are requested to date and sign the enclosed form of proxy and return it to the Secretary of the Company in the envelope provided for that purpose.

DATED at Toronto this 25th day of February, 1976.

By Order of the Board

L. B. WILL
Secretary-Treasurer

THE METROPOLITAN TRUST COMPANY

INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This information circular is furnished in connection with the solicitation by the management of THE METROPOLITAN TRUST COMPANY (herein called the "Company") of proxies to be used at the annual general meeting of shareholders of the Company to be held at the time and place and for the purposes set forth in the foregoing notice of meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited by regular employees of the Company. The cost of such solicitation by management will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are presently directors of the Company. A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT HIM AT THE MEETING MAY DO SO EITHER BY INSERTING THE NAME OF SUCH PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE NAMES OF THE PERSONS SPECIFIED OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, DELIVERING THE COMPLETED PROXY TO THE SECRETARY OF THE COMPANY.

A shareholder who has given a proxy may revoke it either (a) by signing a proxy bearing a later date and delivering it to the Secretary of the Company, or (b) by an instrument of revocation in writing, executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either at the head office of the Company at any time up to and including the last business day preceding the day of the meeting or any adjournment thereof or with the Chairman of the meeting on the day of the meeting or any adjournment thereof. A proxy may be revoked only as to matters on which a vote has not already been taken.

EXERCISE OF DISCRETION BY PROXIES

The persons named in the enclosed form of proxy will, subject to the provisions of The Loan and Trust Corporations Act, vote the shares in respect of which they are appointed. Where a shareholder specifies in the proxy a choice with respect to any matter to be acted on at the meeting, the shares represented by the proxy will be voted in accordance with the specifications so made. IN THE ABSENCE OF SUCH SPECIFICATION, SUCH SHARES WILL BE VOTED FOR THE APPOINTMENT OF AUDITORS AND AUTHORIZATION OF THE DIRECTORS TO FIX THE AUDITORS' REMUNERATION, FOR THE RESOLUTION RESPECTING THE REMUNERATION OF DIRECTORS, FOR CONFIRMATION OF BY-LAWS NOS. 40 AND 41 AND FOR THE ELECTION OF DIRECTORS ALL AS SET OUT UNDER THOSE HEADINGS IN THIS CIRCULAR.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of the meeting and with respect to other matters which may properly come before the meeting. At the time of mailing this circular, the

<u>Name, Other Positions and Offices with the Company and Principal Occupation</u>	<u>Director of the Company Since</u>	<u>Approximate Number of Shares of the Company Beneficially Owned, Directly or Indirectly</u>
Rudolf V. Frastacky Executive Deputy Chairman of the Board, The Metropolitan Trust Company	May 9, 1962	13,774
T. Stewart Ripley President, The Metropolitan Trust Company	November 20, 1962	7,858
Jan Duinker Vice-President, The Metropolitan Trust Company President, Netherlands Overseas Corporation Canada Limited	August 16, 1962	170
Louis G. Allen President and Chief Administrative Officer, Manufacturers National Bank of Detroit	March 25, 1971	100
Sonja I. Bata Member of the Executive Council of the Canadian Chamber of Commerce, Director of Bata Limited		200
Peter J. M. Bloemen President, Trucena Investments Limited		300
John D. Bradley President, Bradley Farms Limited President, First Chatham Corporation	December 12, 1963	18,466
Joseph A. N. Chiappetta, Q.C. Barrister and Solicitor Partner, Gambin, Bratty, Chiappetta, Morassutti & Caruso	November 21, 1962	327
Dr. Helmut Frost Member of the Board of Management Simonbank AG	March 21, 1975	1,050
The Honourable Douglas S. Harkness Member of the Privy Council of Canada, Farmer	April 24, 1964	215
J. Alex Langford, Q.C. Barrister and Solicitor Partner, Miller, Thomson, Sedgewick, Lewis and Healy	February 26, 1974	121

management of the Company knows of no such amendment, variation or other matter to come before the meeting.

VOTING SHARES

On the date hereof the Company had outstanding 657,289 shares without par value carrying the right to one vote per share as well as bearer fractional share certificates for fractions aggregating 792 shares which do not carry the right to vote. A holder of fractional share certificates for fractions totalling a whole share is entitled, on surrender of such certificates, to be registered as the holder of such share. The total number of votes attached, on the date hereof, to all outstanding shares is 657,289 subject to increase to a maximum of 658,081 on conversion of the outstanding fractional shares and subject to the provisions of The Loan and Trust Corporations Act imposing limitations on voting.

Shareholders of record at the commencement of the meeting are, subject to the aforementioned provisions, entitled to vote at the meeting.

REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

1. The aggregate direct remuneration paid by the Company and its subsidiaries during its last completed financial year to the directors and senior officers of the Company was \$474,039.

2. The estimated aggregate cost to the Company, during its last completed financial year, of all pension benefits proposed to be paid to the directors and senior officers of the Company, directly or indirectly, in the event of retirement at normal retirement age is \$40,549. Of this amount, the sum of \$36,510 is attributable to pension benefits proposed to be paid to the Executive Deputy Chairman of the Board and the President. The Company has agreed to contribute to the Company's pension plan with respect to each such officer an amount, actuarially calculated, which would provide an annual pension, commencing at age 65, of the greater of (a) 50% of the largest annual salary received by him while employed by the Company or (b) 2% of the aggregate salary in respect of which contributions have been made. In the event of any such officer dying prior to attaining age 65, full vesting with interest will be paid to his beneficiary or estate and further should he die after attaining age 65, 50% of his annual pension is payable to his wife during her lifetime.

APPOINTMENT OF AUDITORS

The persons named in the enclosed form of proxy intend to vote for the re-appointment of Clarkson, Gordon & Co., Chartered Accountants, Toronto, as auditors of the Company. Clarkson, Gordon & Co. have been auditors of the Company since April 20, 1968.

RESOLUTION RESPECTING THE REMUNERATION OF DIRECTORS

The persons named in the enclosed form of proxy intend to vote for the following resolution respecting the remuneration of directors.

RESOLVED that the directors, as such, be paid remuneration with respect to the financial year of the Company commencing January 1, 1976, in an amount not to exceed, in the aggregate, the sum of \$42,500.

BY-LAW NO. 40

By-law No. 40 increasing the number of directors from 16 to 17 and providing that 9 directors shall constitute a quorum at meetings of the board has been passed by the directors and will be submitted to the meeting for confirmation. The text of this by-law is as follows:

BY-LAW NO. 40

Be It Enacted as a by-law of the Corporation as follows:

Section 33 of By-law 31 of the Corporation is repealed and the following Section 33 substituted therefor:

33. Number and Quorum The affairs of the Corporation shall be managed by its Board of Directors. Until changed in accordance with the provisions of the Statute, the number of directors shall be 17 of whom 9 shall constitute a quorum for the transaction of business at any meeting of the directors. Notwithstanding vacancies the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

BY-LAW NO. 41

By-law No. 41 creating the office of Honorary Chairman of the Board has been passed by the directors and will be submitted to the meeting for confirmation. It is the intention of the directors that, should this by-law be confirmed, the Company's retiring Chairman of the Board, The Right Honourable Roland Michener, P.C., Q.C. will be appointed Honorary Chairman of the Board. The text of this by-law is as follows:

BY-LAW NO. 41

Be It Enacted as a by-law of the Corporation as follows:

1. Section 63 of By-law 31 of the Corporation is repealed and the following Section 63 is substituted therefor:

63. Other Officers From time to time the Board may elect or appoint an Honorary Chairman of the Board, one or more additional Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer, a General Manager and such other officers as the Board may determine, including one or more assistants to any of the officers so elected or appointed. The officers so elected or appointed may, but need not be members of the Board, and one person may hold more than one office, save that the President may not hold the office of Vice-President or Secretary. If one person holds the office of both Secretary and Treasurer he may be known as the Secretary-Treasurer.

2. By-law No. 31 of the Corporation is amended by inserting after Section 67 thereof the following section to be designated Section 67A.

67A Powers and Duties of the Honorary Chairman of the Board The Honorary Chairman of the Board shall be entitled to attend all meetings of directors whether or not he is a director but shall be entitled to vote thereat only if he is a director. The Honorary Chairman of the Board shall also exercise such powers and perform such duties as the Board may from time to time prescribe.

ELECTION OF DIRECTORS

The Board presently consists of 16 directors to be elected annually. In the event that By-law No. 40 is confirmed at the meeting, this number will be increased to 17. The persons named in the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth below. Management does not contemplate that any of the nominees will be unable to serve as a director, but, if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next annual general meeting or until his successor is otherwise duly elected in accordance with the by-laws of the Company and the provisions of The Loan and Trust Corporations Act.

<u>Name, Other Positions and Offices with the Company and Principal Occupation</u>	<u>Director of the Company Since</u>	<u>Approximate Number of Shares of the Company Beneficially Owned, Directly or Indirectly</u>
Dr. Franz Maier Bank Director and Member of the Board of Management, Bayerische Landesbank Girozentrale	March 25, 1971	100
Nikolaus von Niessen Manager, Credit Suisse (Canada) Limited	July 18, 1970	105
J. Jacques Pigott Executive Vice-President, Pigott Construction Company Limited	June 29, 1964	155
Lawrence W. Skey Managing Director, Economic Investment Trust	May 9, 1962	182
The Honourable Richard J. Stanbury, Q.C. Member of The Canadian Senate Barrister and Solicitor Partner, Cassels, Brock	October 11, 1962	164
Dr. Hans Heinrich Ritter von Srbik General Partner, Bankhaus H. Aufhauser	May 5, 1969	110

NOTES:

1. The dates set out in the middle column are those on which the directors first became directors of the Company or predecessor companies.
2. Each of Messrs. Duinker, Frastacky, Pigott, Ripley and Skey is the beneficial owner of 100 shares of each of International Savings and Mortgage Corporation and Canadian First Mortgage Corporation, subsidiaries of the Company.
3. The information as to shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective persons individually.

PARTICULARS OF MATTERS TO BE ACTED UPON

As far as management is presently aware, the only matters on which action will be taken at the said meeting are those described in the preceding paragraphs of this circular.

DATED as of the 25th day of February, 1976.